



The Atchison, Topeka and Santa Fe Railway Company

80 East Jackson Boulevard
Chicago, Illinois 60604
312/786-6000

RECORDATION NO. 7744-0 Filed & Recorded

OCT 16 1986 1-1 0 PM October 10, 1985

INTERSTATE COMMERCE COMMISSION

6-289A046

Mr. James H. Bayne
Secretary

Date OCT 16 1986

Interstate Commerce Commission
Washington, D.C. 20423

Fee \$ 10.00

ICC Washington, D. C.

Re: The Atchison, Topeka and Santa Fe Railway Company,
Equipment Trust, Series J, Supplement No. 9,
dated October 1, 1986

Dear Mr. Secretary:

Enclosed herewith please find an original and one (1) counterpart of the document described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is Supplement No. 9, dated as of October 1, 1986, to The Atchison, Topeka and Santa Fe Railway Company, Equipment Trust Agreement, dated as of December 15, 1974.

That Equipment Trust is the primary document to which this Supplement is connected and is recorded under Recordation No. 7744.

The names and addresses of the parties to this document are:

The Company, as Lessee:

The Atchison, Topeka and Santa Fe Railway Company
80 East Jackson Boulevard
Chicago, Illinois 60604

The Trustee, as Trustee and Lessor:

Harris Trust and Savings Bank
111 West Monroe Street
Chicago, Illinois 60690

The equipment covered by Equipment Trust Agreement, Series J, is described on Exhibit 1.

For the convenience of the parties, I have enclosed five (5) additional counterparts of the supplement, which I should like to have returned to me bearing the recordation information.

Mr. James Bayne
Interstate Commerce Commission
October 10, 1986
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A check in the amount of \$10 is also enclosed in payment of the Commission's prescribed recordation fee.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Gus Svolos", followed by the initials "LBM" in a slightly different script.

Gus Svolos
Vice President-Law

JQG/LBM/lgd

Enclosures

SCHEDULE A

	Type	Estimated Cost	
		Per Unit	Total
	32'6" 70-ton insulated box cars with roller bearing trucks, Pacific Car and Foundry Company, builder; numbered 522500 to 522799, both inclusive	\$ 37,100	\$ 7,420,000
20	U-16-C 1600 HP Diesel Locomotive Units, General Electric Company, builder; numbered 2774 to 2793, both inclusive	415,900	8,318,000
23	G2-39-2 2300 HP Diesel Locomotive Units, Electro-Motive Division, General Motors Corporation, builder; numbered 3617 to 3626 inclusive (10 units) and 3636 to 3668, inclusive (13 units)	355,200	8,169,600
100	89'4" 70-ton Flat Cars with roller bearing trucks, Bethlehem Steel Corporation, builder; Nos. 90034 (1 car), 90036 (1 car), 296568 to 296575 (8 cars), 291902 (1 car), 291904 to 291913 (12 cars), 291917 to 291947 (11 cars), 291949 to 291953 (5 cars), 291955 to 291960 (6 cars), 291962 to 291971 (10 cars), 291973 to 291996 (24 cars), and 291999 (1 car)	29,000	2,900,000
50	50'6" 100-Ton Box Cars, Pullman Incorporated, builder; numbered 45785 to 45834, both inclusive	37,500	1,875,000
500	61'100-Ton Insulated Box Cars, Santa Fe Rail Equipment Company, builder; numbered 621500 to 622099, both inclusive	38,000	19,000,000
600	4,750 Cu. Ft. 100-Ton Covered Hopper Cars, Pullman Incorporated, builder; numbered 315200 to 315799, both inclusive	28,000	16,800,000
100	70'10" 100-Ton Hopper Cars, Greenville Steel Car Company, builder; numbered 163000 to 163099, both inclusive	34,000	3,400,000
84	60'9" 100-Ton Box Cars, Pullman Incorporated, builder; numbered 611516 to 611699, both inclusive	33,100	2,780,400
75	100-Ton Triple Cross Hopper Cars, Santa Fe Rail Equipment Company, builder; numbered 179000 to 179074, both inclusive	38,000	2,850,000
25	89'4" 70-ton Flat Cars for trailer or container service, with roller bearing trucks (Class Fc-31), Bethlehem Steel Corporation, builder; numbered 295275 to 295299, both inclusive	365,000	9,125,000
5	60' Box Cars, 70-ton capacity with roller bearing trucks (Class Bx-134), Fruit Growers Express Company, builder; Nos. 630745 to 630749, both inclusive	56,300	281,500
11	Enclosed Tri-Level Auto Racks (TL-10), Thrall Car Manufacturing Company,		

EQUIPMENT TRUST, SERIES J

SCHEDULE A

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
17	Enclosed Tri-Level Auto Racks (TL-11), Thrall Car Manufacturing Company, Builder, Nos. 2022 to 2033, both inclusive	35,433	602,361
8	3600 HP Diesel Electric Locomotives, Original GMC (EMD) Model SD45-2, ATSF Remanufacturer; Nos. 5841 to 5848, both inclusive . . .	588,500	<u>\$ 4,108,000</u>
	Total . . .		<u>\$88,015,653</u>

THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY
EQUIPMENT TRUST, SERIES J

RECORDATION NO. 7744-1
OCT 16 1986 1-1 0 PM
Filed & Recorded
INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 9, dated as of October 1, 1986, to the Equipment Trust Agreement, dated as of December 15, 1974 (the "Agreement"), between The Atchison, Topeka and Santa Fe Railway Company (the "Company"), a Delaware corporation, and Harris Trust and Savings Bank (the "Trustee"), an Illinois corporation, whereby The Atchison, Topeka and Santa Fe Railway Company Equipment Trust, Series J, is created.

WHEREAS, in accordance with Section 4.7 of the Agreement, the Company has from time to time deposited various amounts of cash (the "Replacement Funds") with the Trustee, said amounts representing the Fair Value (as such term is defined in the Agreement) of the railroad equipment included in said Equipment Trust (the "Trust Equipment") which had become worn out, unsuitable for use, lost or destroyed;

WHEREAS, Section 4.9 of the Agreement provides that the Trustee shall hold the Replacement Funds pending the delivery of additional railroad equipment (the "Additional Equipment") to be included in said Equipment Trust; and

WHEREAS, the Company desires to utilize funds remaining in the Deposited Cash account of said Equipment Trust, if any, in acquiring the Additional Equipment.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the Parties hereto agree as follows:

1. In accordance with Section 3.1 of the Agreement, the Company shall cause the following items of railroad equipment (the "Additional Equipment") to be transferred to the Trustee, and hereby assigns to the Trustee all its right, title and interest in the contracts for the construction of Additional Equipment:

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
8	3600 HP Diesel Electric Locomotives, Original GMC (EMD) Model SD45-2; ATSF Remanufacturer; Nos. 5841 to 5848, both inclusive	\$588,500	\$4,108,000

2. In accordance with Sections 4.1 and 4.2 of the Agreement, the Additional Equipment is hereby included as part of the Trust Equipment, subject to all the terms and conditions of the Agreement in all respects, and the Additional Equipment is hereby leased by the Trustee to the Company.

3. The Agreement is hereby amended by substituting a new Schedule A, revised in accordance with this Supplement, for the present Schedule A. A copy of the revised Schedule A is attached hereto as Exhibit 1.

IN WITNESS WHEREOF, the Company and the Trustee have caused the Supplement to be executed by their respective duly authorized officers and have affixed their duly attested corporate seals, as of the date first above written.

THE ATCHISON, TOPEKA AND SANTA FE
RAILWAY COMPANY

By 
Executive Vice President

ATTEST:


Assistant Secretary

(CORPORATE SEAL)

HARRIS TRUST AND SAVINGS BANK,
as Trustee

By 
Vice President


ATTEST:


Assistant Secretary

(CORPORATE SEAL)

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this *7TH* day of October, 1986 before me personally appeared D. G. Ruegg, to me personally known, who, being by me duly sworn, says that he is Executive Vice President of The Atchison, Topeka and Santa Fe Railway Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

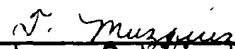


Notary Public

(Notarial Seal)
My Commission Expires Feb. 3, 1988
My Commission Expires

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this *10th* day of October, 1986 before me personally appeared R. G. Mason, to me personally known, who, being by me duly sworn, says that he is Vice President of Harris Trust and Savings Bank, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public
J. MUZQUIZ

(Notarial Seal)
My Commission Expires JULY 12, 1989

EQUIPMENT TRUST, SERIES J

EXHIBIT 1

SCHEDULE A

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
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20	U-36-C 1600 HP Diesel Locomotive Units, General Electric Company, builder: numbered 3774 to 3793, both inclusive	415,900	8,318,000
23	GP-39-2 2300 HP Diesel Locomotive Units, Electro-Motive Division, General Motors Corporation, builder: numbered 3617 to 3626 inclusive (10 units) and 3656 to 3668, inclusive (13 units)	355,200	8,169,600
100	89'4" 70-ton Flat Cars with roller bearing trucks, Bethlehem Steel Corporation, builder: Nos. 90034 (1 car), 90036 (1 car), 296568 to 296575 (8 cars), 291902 (1 car), 291904 to 291915 (12 cars), 291917 to 291947 (31 cars), 291949 to 291953 (5 cars), 291955 to 291960 (6 cars), 291962 to 291971 (10 cars), 291973 to 291996 (24 cars), and 291999 (1 car)	29,000	2,900,000
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	Total . . .		<u>\$88,015,653</u>